IN THE HIGH COURT OF JUDICATURE AT BOMBAY
O.O.C.J.

COMPANY PETITION NO.569 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 571 OF 2007

In the matter of the Scheme of Arrangement between Infrastructure Leasing & Financial Services Limited and IL & FS TRUST COMPANY LIMITED and IL&FS Financial Services Limited and IL&FS Portfolio Management Srvices Limited and IL & FS Securities Services Limited and their respective shareholders and creditors.

Infrastructure Leasing
and Financial Services Ltd — Petitioner.
Ist Transferor Co.

WITH

COMPANY PETITION NO.570 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 572 OF 2007

IL&FS Trust Company Ltd .. — Petitioner.
IInd Transferor Co.

WITH

COMPANY PETITION NO.571 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 573 OF 2007

IL&FS Financial Services Ltd — Petitioner.
Ist Transferee Co.

WITH

COMPANY PETITION NO.572 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 574 OF 2007

IL&FS Portfolio Management
Services Ltd. — Petitioner.
IInd Transferee Co.

WITH

COMPANY PETITION NO.573 OF 2007
CONNECTED WITH

COMPANY APPLICATION NO. 575 OF 2007

IL&FS Securities Services Ltd — Petitioner.
IIIrd Transferee Co.

Nr Rjesh Shah i/b M/s Rajesh Shah & Co. for the petitioners.
Mrs,Heena shah with G.C.Mishra for Regional Director.

CORAM: D.B.BHOSALE, J.
DATED: 28TH SEPTEMBER, 2007.

P.C.:

1. Heard learned counsel for the parties.

2. The sanction of the court is sought to a composite scheme of demerger under sections 391 to 394 of the Companies Act, 1956. Under the scheme, three separate businesses of Infrastructure Leasing and Financial Services Limited (for short, "the first transferor company") would merge into three transferee companies. The Financial Services Business would merge into IL & FS Financial Services Limited, (for short, "first transferee company"); while Portfolio Management Services Business would merge into IL & FS Portfolio Management Services Limited (for short, "second transferee company") and Securities Services Business into IL & FS Securities Services Limited (for short, "third transferee company"); so also demerger of the specified investment of fund from IL & FS Trust Company Ltd (for short, "second transferor company") into third transferee company.

3. Counsel appearing on behalf of the first transferor company has stated that a meeting of all the equity shareholders was held on 18.6.2007 in which the scheme has been approved unanimously. Similarly, a meeting of the secured creditors was convened on 18.6.2007 in which the secured creditors in majority and 2/3rd in value have approved the scheme. Insofar as the unsecured creditors are concerned, a meeting was held on the very same day in which the scheme has been approved unanimously.

4. Counsel appearing for the petitioners has stated that all the equity shareholders and unsecured creditors of the second transferor company have granted their consents; and there are no secured creditors.

5. Insofar as the first transferee company is concerned, the Court has been informed by the learned counsel that: all the equity share holders have granted their consents and in the separate meetings of the secured and unsecured creditors held on 18.6.2007 they have unanimously approved the scheme. He further submitted that all the equity shareholders and unsecured creditors of the second transferee company have granted their consents and there are no secured creditors. Insofar as third transferee company is concerned, he submitted that all the equity share holders have granted their consents and there are no

secured creditors. Insofar as unsecured creditors are concerned a meeting was convened on 18.6.2007 in which the scheme has been approved unanimously.

6. Upon perusal of the entire material placed on record, the scheme appears to be fair and reasonable and is not violative of any of the provisions of law and is not contrary to any public policy.None of the parties concerned has come forward to oppose the scheme. Moreover, the Regional Director has stated that the scheme as proposed is not contrary to the public interest or prejudicial to the interest of the shareholders or creditors.

7. There is no objection to the scheme and since all the requisite statutory compliances have been fulfilled, Company Petition Nos 569 of 2007 and 571 of 2007 are made absolute in terms of prayer clauses (a) to (d).

8. Company Petition nos. 570 of 2007,572 of 2007 and 573 of 2007 are made absolute in terms of prayer clauses (a) to (c).

9. The transferee companies are directed to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same

within 30 days of obtaining the certified copy and/or authenticated copy of the order.

10. The petitioners in all the five petitions to pay costs of Rs.2,500/- each to the Regional Director.

11. Filing and issuance of the drawn up order is dispensed with.

. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(D.B.BHOSALE,J.)